

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

RECORDATION NO

FILED 1425

DEC 3 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

415/398-4510

RECORDATION NO

FILED 1425

November 29, 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

0-337A001

Dear Ms. McGee:

On behalf of Helm Financial Corporation as Agent for Edward A. Garvey, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two (2) executed counterparts of a document entitled Termination of Security Agreement, executed as of November 30, 1990 (the "Termination") and two (2) executed counterparts of a document entitled Partial Termination of Agency and Management Agreement executed as of November 29, 1990 (the "Partial Termination") which should be included as part of the filing recorded on November 30, 1984, Recordation No. 14490, as the next available recordation numbers.

The executing party to the enclosed Termination of Security Agreement is:

The Philadelphia National Bank - Secured Party
Broad and Chestnut Streets
Philadelphia, PA 19107

The Termination terminates the security interest of the Secured Party in the boxcars listed in Schedule 1 to the Security Agreement, dated as of November 30, 1984, between the Secured Party and Helm Financial Corporation as the agent for Edward A. Garvey (the "Security Agreement") filed under I.C.C. Recordation No. 14490.

A short summary of the document to appear in the ICC Index is as follows:

"Termination of Security Agreement."

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MOTOR OPERATING UNIT

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14490-C The executing parties to the enclosed Partial Termination of Agency and Management Agreement are:

Helm Financial Corporation - Manager
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Edward A. Garvey- Owner
c/o Pacific Rail Leasing Corporation
Two Embarcadero Center, Suite 1655
San Francisco, CA 94111

The Partial Termination terminates the Agency and Management Agreement, dated as of November 1, 1984, in respect to the boxcars listed in Exhibit A to the Partial Termination of Agency and Management Agreement, dated as of November 29, 1990, between Helm Financial Corporation and Edward A. Garvey.

A short summary of the document to appear in the ICC Index is as follows:

"Partial Termination of Agency and Management Agreement."

Payment of the filing fee in the amount of thirty dollars (\$30.00) is included in the enclosed check for \$390.00. Once the filing has been made, please return to bearer the stamped counterparts of the Termination and Partial Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Sincerely,



Susan C. Stott
Director of Operations

SCS:po

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**PARTIAL TERMINATION OF
AGENCY AND MANAGEMENT AGREEMENT**

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF AGENCY AND MANAGEMENT AGREEMENT, dated as of November 29, 1990, by **HELM FINANCIAL CORPORATION**, a California corporation, as Manager (the "Manager"), for the benefit of **EDWARD A. GARVEY**, an individual ("Owner").

1. Recitals. Owner owns four (4) boxcars bearing American Association of Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units") which Units are subject to an Agency and Management Agreement dated as of November 1, 1984 between Owner and Manager and such Agency and Management Agreement is on file at the Interstate Commerce Commission ("ICC") under Recordation No. 14490-A filed on November 30, 1984.

Owner is planning to sell the units to a third party as permitted by the Agency and Management Agreement and desires to do so free and clear of any lien.

2. Termination of Interest. The Owner's and Manager's interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Owner's and Manager's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Owner's and Manager's interest in and lien on any collateral other than the Units and said interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the parties, pursuant to due authority, have executed this Partial Termination of Agency and Management Agreement as of the date first above written.

HELM FINANCIAL CORPORATION**EDWARD A. GARVEY**Name: *William C. Kincaid*By: *Edward A. Garvey*Title: 11/29/90
PresidentTitle: Owner

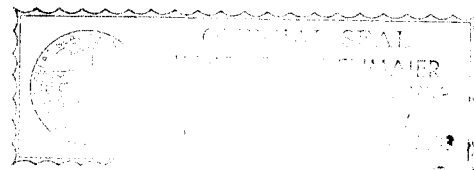
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 29th day of November, 1990, before me personally appeared Richard C. Kuchner to me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires:

July 26, 1993



[Notarial Seal]

STATE OF _____)
) S
COUNTY OF _____)

On this 29th day of November, in the year 1990, before the undersigned, a Notary Public in and for the State of California, personally appeared Edward A. Garvey known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

Karen Staudenmaier
Notary Public

My Commission Expires:

July 26, 1993



[Notarial Seal]

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
70 ton 50'6" boxcars with related accessories	4	BO 401141 BO 401142 BO 401143 CSXT 508215 formerly (BO 401147)